

UNITED STATES DISTRICT COURT
DISTRICT OF RHODE ISLAND

XAVIER BALLARIN,

Plaintiff

vs.

DARRELL LUCENTE, JOHN CROY,
XLC CORP. and QUALGUARD, INC.,
Defendants

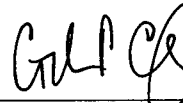
C.A. No. 04-278T

NOTICE TO TAKE DEPOSITION

PLEASE TAKE NOTICE THAT pursuant to F.R.C.P. 30, plaintiff Xavier Ballarin will take the deposition upon oral examination of the Keeper of Records of Robert J. LeBlanc, CPA, Ltd., 1050 Main Street - Suite 6, East Greenwich, Rhode Island 02818, on the 25th day of March, 2005, at 9:30 a.m. before a notary public or other qualified officer at the offices of Vetter & White, 20 Washington Place, Providence, Rhode Island, and the deposition shall continue until completed as the taking thereof may be from time to time adjourned.

A subpoena duces tecum will be served on the person to be examined.

Designation of the materials to be produced as set forth in the subpoena is attached to this notice as Exhibit A and is incorporated in the notice by reference.



Gordon P. Cleary, No. 1948
VETTER & WHITE
Attorneys for Plaintiff
20 Washington Place
Providence, Rhode Island 02903
(401) 421-3060
(401) 272-6803 FAX

Beth Jacobson, Esq.
Sullivan & Worcester, LLP
One Post Office Square
Boston, Massachusetts 02109
(617) 338-2800
(617) 338-2880 FAX

Dated: March 10, 2005

CERTIFICATE OF SERVICE

To:

James T. McCormick, Esq.
McKenna & McCormick
128 Dorrance Street - Suite 330
Providence, RI 02903-2814

I hereby certify that I served on the above-named counsel of record a copy of the within Notice To Take Deposition by mailing first class mail, postage prepaid, on the 10th day of March, 2005.

Lisa A. Larivee

EXHIBIT A

The following definitions apply to the terms used in the descriptions stated below:

a. "LeBlanc" means Robert J. LeBlanc, CPA, Ltd., Robert LeBlanc Payroll Service, Tax Associates LLP, and all predecessor and affiliated firms or corporations, and all principals, agents and employees of LeBlanc, including Robert J. LeBlanc.

b. The term "document" is to be defined to include all tangible things by which information is recorded, communicated, transmitted or stored, including but not limited to letters, correspondence, notes, records, computerized records, computerized data collections or compilations, computerized correspondence files, reports, memoranda, studies, books, drawings, photographs, publications, diaries, contracts, receipts, computations, books of account, balance sheets, magnetic or phonographic recordings, transcriptions, models, prototypes, statements, invoices, tickets, itineraries, cancelled checks, front and back, or drafts, copies or reproductions of any of the foregoing, now available to LeBlanc or in the possession, care, custody or control (actual or constructive) of LeBlanc, whether the documents are in LeBlanc 's custody or control, or in the custody or control of LeBlanc's agents, employees, representatives, investigators and, unless privileged, attorneys or their agents, employees, representative or investigators.

c. "Companies" means the Rhode Island corporation XLC Corp., the Delaware corporation Qualguard, Inc., Togo Photo, Inc. (a/k/a "Winkflash") and all predecessor, successor, affiliated, and subsidiary firms or corporations.

Descriptions of Documents to be Produced

1. Monthly bank statements for the Companies for the period January 2001 through February 2005.

2. Financial statements for Qualguard (Delaware) for the years 2002, 2003 and 2004.
3. XLC Quarterly Federal Tax Returns for 2001 and 2004.
4. XLC State Quarterly Tax and Wage Reports for 2001 and 2004.
5. The Companies' (excluding XLC Corp.) Quarterly Federal Tax Returns for the period 2001 through 2004.
6. The Companies' (excluding XLC Corp.) state quarterly tax and wage reports for the period 2001 through 2004.
7. Financial statements for Togo Photo, Inc. for 2003 and 2004.
8. Financial statements for XLC Corp. for 2001 and 2004.

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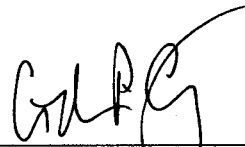
C.A. No. 04-278T

NOTICE TO TAKE DEPOSITION

PLEASE TAKE NOTICE THAT pursuant to F.R.C.P. 30, plaintiff Xavier Ballarin will take the deposition upon oral examination of the Keeper of Records of Paychex, Inc., on the 25th day of March, 2005, at 10:30 a.m. before a notary public or other qualified officer at the offices of Vetter & White, 20 Washington Place, Providence, Rhode Island, and the deposition shall continue until completed as the taking thereof may be from time to time adjourned.

A subpoena duces tecum shall be served on the person to be examined.

Designation of the materials to be produced as set forth in the subpoena is attached to this notice as Exhibit A and is incorporated in the notice by reference.



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Attorneys for Plaintiff
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Beth Jacobson, Esq.
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Dated: March 10, 2005

CERTIFICATE OF SERVICE

To:

James T. McCormick, Esq.
McKenna & McCormick
128 Dorrance Street - Suite 330
Providence, RI 02903-2814

I hereby certify that I served on the above-named counsel of record a copy of the within Notice To Take Deposition by mailing first class mail, postage prepaid, on the 10th day of March, 2005.

Lisa A. Lariviere

EXHIBIT A

The following definitions apply to the terms used in the descriptions stated below:

a. Paychex, Inc. shall mean the corporation of that name, including the corporation InterPay, Inc., acquired in or about April, 2003.

b. The term "document" is to be defined to include all tangible things by which information is recorded, communicated, transmitted or stored, including but not limited to letters, correspondence, notes, records, computerized records, computerized data collections or compilations, computerized correspondence files, reports, memoranda, studies, books, drawings, photographs, publications, diaries, contracts, receipts, computations, books of account, balance sheets, magnetic or phonographic recordings, transcriptions, models, prototypes, statements, invoices, tickets, itineraries, cancelled checks, front and back, or drafts, copies or reproductions of any of the foregoing, now available to Paychex, Inc. or in the possession, care, custody or control (actual or constructive) of Paychex, Inc., whether the documents are in Paychex, Inc.'s custody or control, or in the custody or control of Paychex, Inc.'s agents, employees, representatives, investigators and, unless privileged, attorneys or their agents, employees, representatives or investigators.

c. "Companies" means the Rhode Island corporation XLC Corp., the Delaware corporation Qualguard, Inc., Togo Photo, Inc. (a/k/a "Winkflash") and all predecessor, successor, affiliated, and subsidiary firms or corporations, including (without limitation) Highstream, Inc. and Qualguard, Inc. (Rhode Island).

d. XLC Corp. has E.I.N. 05-0515039.

e. Qualguard (Delaware) has E.I.N. 16-1648164.

f. Xavier Ballarin has S.S. No. [REDACTED] and Employment Authorization Card

[REDACTED]
g. John Croy has S.S. No. [REDACTED]

h. Darrell Lucente has S.S. [REDACTED]

Descriptions of Documents to be Produced

1. All documents in Paychex, Inc.'s possession or control concerning the Companies during the period 2002 through 2004.
2. All documents in Paychex, Inc.'s possession or control concerning Xavier Ballarin, John Croy and Darrell Lucente during the period 2002 through 2004.
3. All documents in Paychex, Inc.'s possession or control concerning deleted information, e-mails or accounts relating to the Companies or Xavier Ballarin, John Croy and Darrell Lucente during the period 2002 through 2004.
4. All documents in Paychex, Inc.'s possession or control concerning or relating to any or all of E.I.N. 05-051539, E.I.N. 16-1648164, S.S. No. [REDACTED] S.S. [REDACTED] S.S. [REDACTED] and Employment Authorization Card No. [REDACTED]